

RESOLUTION NO. MPD- 1 -03

A RESOLUTION OF THE METROPOLITAN PARK DISTRICT OF THE CITY OF PULLMAN PROVIDING FOR THE ORGANIZATION OF THE DISTRICT AND OTHER MATTERS PROPERLY RELATED THERETO.

WHEREAS, the City Council for the city of Pullman, Washington, by Resolution No. R-47-02 asked the voters to create a metropolitan park district whose boundaries would be contiguous with the boundaries of the City of Pullman authorizing a property tax levy of 50 cents per thousand dollars of assessed valuation and providing for the City Council to serve as the Park District Commissioners; and,

WHEREAS, on September 7, 2002, the voters of Pullman approved the creation of a metropolitan park district, levy of a property tax in the amount of 50 cents per \$1,000 of assessed valuation and approve the City Council's governance of the Metropolitan Park District; and,

WHEREAS, Chapter 35.61 RCW provides for the authority to create, manage, control, improve, maintain, and acquire parks and recreational facilities by a metropolitan park district; and,

WHEREAS, the City Council of the City of Pullman is authorized pursuant to 35.61.050 to serve in an ex-officio capacity as the board of metropolitan park commissioners; and,

WHEREAS, this City Council acting in its ex-officio capacity as the board of metropolitan park commissioners desires to provide for organizational details of the district and its relationship to the City of Pullman; now, therefore,

IT IS HEREBY RESOLVED by the City Council, acting in its ex-officio capacity as the Board of Metropolitan Park Commissioners of Pullman, Washington, as follows:

1. PURPOSE. This resolution addresses the governance of the metropolitan park district and the City Council acting in an ex-officio capacity as the board of metropolitan park commissioners hereafter referred to as the PARK BOARD.
2. NAME. The name of the metropolitan park district shall be the Pullman Metropolitan Park District hereafter referred to as the Park District.

3. OFFICERS. The officers of the Park Board shall be a president and clerk of the Board elected from the City Council of the City of Pullman as required by RCW 35.61.120.
4. OFFICERS-ELECTION. At the last public meeting of the Park District, the City Council acting in its ex-officio capacity as the Park Board shall elect from one of its numbers a president and another of its numbers a clerk of the board by majority vote of the quorum of the Park Board in attendance at the meeting. The Mayor is authorized to hold office. In the event of a vacancy, the Park Board shall elect a successor to serve the balance of the term of the vacant position.
5. OFFICERS-TERM. The officers of the Park Board shall serve until a successor is elected and the failure to elect a successor as provided herein shall not operate as a removal of the existing officers.
6. OFFICERS-PRESIDENT. The President shall preside at all meetings of the Board. In the event of the President's absence or inability to preside, the Clerk of the Board shall assume the duties of presiding over the meetings of the Park Board and such other duties prescribed by the Park Board.

The President shall act as spokesperson for the Park District and shall act as its representative at meetings with other organizations, committees, and other such activities, unless another representative shall otherwise be authorized by the Park Board. The President may delegate to any boardmembers the duty of being a spokesperson or representative. The President shall be the chief executive and administrative officer of the Park Board.

7. RESOLUTIONS. The business of the Park District shall be conducted by resolution or motion. Resolutions of the Park Board shall be signed by the President and attested by the Clerk of the Board.
8. COMPETITIVE BIDDING. The Park Board waives competitive bidding requirements of RCW 39.04.280 if an exemption contained within RCW 39.04.280 applies to the purchase or public work as provided in RCW 35.65.135.

9. COMPENSATION. RCW 35.61.150 authorizes the Park Board to pay compensation to each of its Commissioners. The Park Board, by this resolution, intentionally declines to provide compensation for the Commissioners.
10. TREASURER. RCW 35.61.180 authorizes the County Treasurer to serve as the ex-officio treasurer of the district without compensation. The Park Board hereby designates the Director of Finance of the City of Pullman to serve as the district treasurer if the County Treasurer approves the designation of the City of Pullman's Finance Director subject to the requirements of a bond from a surety company operating in the state that is sufficient to protect the Park District from loss.
11. FUND. Pursuant to RCW 35.61.210 the Park Board hereby designates the fund for operations of the Park District as the Pullman Metropolitan Park District Fund and directs that all tax levies and other funds payable to the Park District shall be deposited to such fund.
12. MEETINGS. All meetings shall be conducted in accordance with the Open Meetings Law Chapter 42.30 RCW.
13. OFFICES. The offices of the Park District shall be at the Pullman City Hall, 325 SE Paradise Street, Pullman, WA 99163.
14. POWERS, PURPOSE, AND RESPONSIBILITIES.
  - a. The Park Board intends to exercise all powers, functions, rights, and privileges now or hereafter given or granted to a metropolitan park district.
  - b. The Park Board authorizes the negotiation of an interlocal agreement with the City of Pullman for the operation and management of parks and recreation activities funded by the Park District.
15. INTERPRETATION. This resolution is not intended to limit the powers granted to a metropolitan park district; and, therefore, should be liberally construed to carry out the intent of any grant of power to the Park District and its exercises provided for herein.

16. POWERS AND DUTIES OF THE BOARD. The Park Board intends to exercise all powers, functions, rights and/or purposes conveyed and delegated to a metropolitan park district pursuant to Chapter 35.61 RCW and other laws of the state of Washington.
17. PARLIMENTARY PROCEDURE. Unless otherwise governed by the provisions of the laws of the state of Washington, Roberts Rules of Order shall govern the conduct of all Park Board meetings.
18. MINUTES OF MEETINGS. The minutes of the proceedings of the Park Board shall be recorded and maintained by the district treasurer. The minutes shall reflect who attended the meeting. The minutes shall consist primarily of record of the action taken. Prior to the adoption of the minutes, copies of the proposed minutes shall be forwarded to all Park Board members prior to the next regular meeting for their reference and or correction.
19. COMMITTEES. The President may from time to time nominate Park Board members or others to serve on committees. The Park Board may also establish committees. Nominations to any committee shall be made by the President and approved by a quorum of the Park Board. The Park Board may recommend people to the President for appointment to any committee.
20. SEVERABILITY. If any provision of this resolution or its application to any person or circumstances is held invalid, the remainder of the resolution or the application of the provisions to other persons or circumstances shall not be affected.
21. SERVICE OF PROCESS. The President or Clerk of the Board shall receive on behalf of the Park Board all pleadings commencing an action against the Park District. Service on the President or Clerk of the Board shall constitute service on the Park District.
22. INDEMNIFICATION.
  - a. General. The Park District, pursuant to RCW 36.16.138 and Chapter 48.62 RCW, as hereafter amended, shall indemnify any person who was or is an elected or appointed commissioner, officer

(including committee members), or employee of the Park District that has been threatened or has been made a party to an action, claim, or other proceeding by a third party.

- b. Scope. The Park District shall pay the reasonable and necessary expenses that are actually incurred and connected with the defense, settlement, or monetary judgments, including costs, disbursements, and reasonable attorneys' fees arising out of any action, claim, or other proceeding, within the standard of conduct contained in Paragraph c. herein and for which notice has been given pursuant to Paragraph d. The Park Board shall be the sole judge of the reasonableness of expenses to be borne by the Park District. Indemnification shall not extend to any claim, action, or other proceeding against the Park District, either for indemnification or for other causes.
- c. Standard of Conduct. Indemnification shall be limited to any action, claim, or other proceeding threatened, pending, or instituted against any person who was, or is, at the time of the alleged conduct an elected or appointed commissioner, officer, or employee, and arising out of such person's performance, purported performance, or failure to perform in good faith the duties for, or employment with, the Park District.
- d. Determination of Conduct. Unless ordered or adjudged by a Court of competent jurisdiction, indemnification may be authorized only as follows:
  - (1) To the extent that the person has been successful on the merits, or otherwise in defense, such person shall be indemnified.
  - (2) With respect to any other determination of conduct, a majority vote of all the directors not interested in or party to the action, claim, or other proceeding. In the event a majority vote cannot be obtained because of disqualification of commissioners, then the

alternate or alternates of those disqualified shall be permitted to vote.

- (3) Indemnification shall not be authorized for any claim or action founded upon a statute, law, rule, or regulation punishable by fine, imprisonment, or both or for any claim or action against the Park District.
- (4) Notice to every commissioner, officer, or employee who seeks or believes he or she may claim indemnification must give notice, in writing, to the President of his or her interest to seek indemnification before incurring any costs, disbursements, or attorneys' fees for which indemnification is sought, and provide a copy of any and all claims, pleadings, reports, or other written statements regarding the allegations.
- (5) Expenses prior to determination. Expenses actually incurred in defending any action, claim, or other proceeding may be paid as incurred, and prior to final determination of conduct, if the action, claim, or other proceeding makes no assertion that the person names acted outside the scope of his or her employment or authority and that the Park District makes no claim that the persons acts or failure to act were outside the scope of the persons employment or authority.

e. Interpretation. This article of the bylaws is intended to exercise the authority contained in RCW 36.16.138 and Chapter 48.62 RCW, and that it be construed in light of such statutes and laws as hereafter amended and interpretative case law. Failure of the Park District to obtain insurance for any claim, action, or other proceeding against the Park District shall not be construed to limit this indemnification.

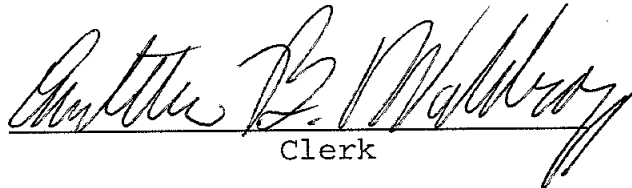
22. AMENDMENTS. This Resolution, as adopted by the Park Board may be revised or amended at any regular or special meeting of the Park Board.

ADOPTED by the Metropolitan Park District Board of the  
City of Pullman at a special meeting held on the 24th day  
of June, 2003.

DATED this 25th day of June, 2003.

  
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President

ATTEST:

  
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Clerk